

Pursuant to Article 47 of the Law on Institutes (Official Gazette of the Republic of Slovenia, No. 12/1991 as amended and supplemented), the founders hereby pass the following

**CONSTITUTIONAL ACT**  
**of the**  
**"CENTRE FOR ENERGY EFFICIENT SOLUTIONS"**  
**Institute**

**FUNDAMENTAL PROVISIONS**

**Article 1**  
**General provisions**

With this Statute, the founders referred to in Article 2 of this document regulate the basic tasks and organization of the "CENTRE FOR ENERGY EFFICIENT SOLUTIONS" Institute (hereinafter referred to as the "Institute") which in the manner and under the conditions applicable to the institutions and prescribed by the Law on Institutes (hereinafter referred to as the "ZZ") takes care and strives to establish an environmentally sustainable and energy efficient low-carbon society that would provide a healthy living and working environment.

**Article 2**  
**Founders**

The founding members, i.e. the Founders of the Institute, are the following:

- PETROL d.d., Ljubljana, Dunajska 50, 1000 Ljubljana, registration number 5025796000,
- SLOVENIJALES, družba za upravljanje, d.o.o., Dunajska cesta 156, 1000 Ljubljana, registration number 5040043000
- KNAUF INSULATION, d.o.o., industrija termičnih izolacij, Trata 32, 4220 Škofja Loka, registration number 5591503000.

The Founders of the Institute are not liable for the obligations of the Institute.

The decisions under their jurisdiction are taken by a majority of all the Founders' votes.

In the case of changes relating to the founder, such as the joining of a new founder, the exit of an existing founder, the termination of an individual founder, etc., the Founding Act, which is passed by the majority agreed upon in the previous paragraph, shall be amended upon the adoption of a new act by the then existing Founders.

**Article 3**  
**Name and registered seat of the Institute**

The name of the institution is as follows:

CENTER ENERGETSKO UČINKOVITIH REŠITEV, Zavod za spodbujanje inovativnih rešitev za trajnostni razvoj, energetska učinkovitost in nizkoogljivenost, Ljubljana (CENTER FOR ENERGY EFFICIENT SOLUTIONS, Institute for the Promotion of Innovative Solutions for

Sustainable Development, Energy Efficiency and Low Carbon Footprint, Ljubljana).

The abbreviated name of the institute is as follows: Zavod CER (CER Institute).

The Institute's registered seat is situated in Ljubljana.

#### **Article 4**

#### **Fundamental goals of the Institute**

The fundamental objectives of the Institute are:

- Promoting energy efficiency in the areas of sustainable development of settlements, construction of buildings, mobility, system management and maintenance.
- Awareness of the importance and role of energy efficiency in relation to sustainable development.

The goal of the Institute is not to create profit for its own end.

## IMPLEMENTING ACTIVITIES

### Article 5

#### The activities of the Institute

The main purpose of the Institute is to unite professional, economic and other organizations that promote activities to ensure greater energy efficiency in the areas of sustainable development of settlements, construction of buildings, mobility, management and maintenance of systems.

18.130	Preparing to print publications
46.190	Non-specialized agency in the sale of a variety of goods
58.110	Publishing of books
58.130	Publishing of newspapers
58.140	Publishing of magazines and other periodicals
58.190	Other publishing
58.210	Publishing of computer games
59.120	Post-production activities in the creating of films, video films, television programs
59.200	Recording and publishing of sound recordings and music publishing services
70.210	Public relations activities
70.220	Other entrepreneurial and business consulting services
72.190	Research and development activities in other fields of science and technology
72.200	Research and development activities in social sciences and humanities
73.110	Advertising agency activities
73.120	Transmission of advertising space
73.200	Market research and public opinion polling
74.900	Other professional and technical activities
77.400	Leasing of intellectual property rights, excluding copyrighted works
79.120	Activities of tour operators
79.900	Reservations and other travel related activities
82.300	Organization of exhibitions, fairs, meetings
85.520	Education, upgrading and training in culture and art
85.590	Other unclassified education, upgrading and training
85.600	Education support activities
94.120	Activities of professional associations

In the framework of these activities and in accordance with the established objectives, the Institute shall in particular ensure:

- implementation and development of socially responsible activities,
- implementation and development of activities in the public interest and the interest of the members of the Institution,
- raising awareness of the public and other stakeholders on the importance of energy efficiency and a healthy living environment,
- educational, research and promotion projects,
- involvement in the preparation of strategic documents at international, state and local level, giving initiatives and proposals for normative regulation of the areas of members' activities,

- monitoring and analysing the situation and development trends in the areas of members' activities,
- active interdisciplinary networking of members and cooperation with stakeholders involved in energy efficiency issues, international organizations and associations,
- encouraging the development of human resources, sharing knowledge, and good practices.

Even without an entry in the register, the Institute may also carry out other activities which are intended for carrying out registered activities that are usually performed to a lesser degree beside the mentioned activities and can contribute to a more complete and rational utilization of the capacity, assets and knowledge of the Institute.

The activity of the Institute may be changed or extended only with the consent of the Founders, which must be adopted by a majority of all votes.

### **Article 6**

Within the scope of its activity, the Institute may establish another institution or firm, or may join a community of institutions, on the proposal of the director or individual members of the board of the Institute, but only with the consent of the Founders. According to the same procedure, the Institute may be divided into two or more institutions.

## **PROPERTY OF THE INSTITUTE AND LIABILITY OF ITS MEMBERS**

### **Article 7**

#### **The property of the Institute and the responsibility of its members**

The Institute is established without principal capital.

For the start of operations of the Institute, the founding members shall provide funds in the amount of EUR 300.00 (three hundred euros), which shall be transferred to the Institute as assets of the Institute, so that each founding member pays the amount of EUR 100.00 (one hundred euros) to the relevant transaction account of the Institute.

The Institute acquires funds for its operation from the contributions of members of the Institute in the form of membership fees and accession fees, from public funds, funds obtained from tenders, sponsors' contributions, donations, gifts and bequests, as well as from income from the activities of the Institute and material rights and other sources.

The amount of the accession fee and annual contribution in the form of a membership fee shall be determined by the Institute Board by 31 December of the current year for the following business (calendar) year.

The accession fee and membership fee may vary during the year, if so dictated by the program of work, as decided by the Institute Board.

The members of the Institute are not responsible for the obligations and liabilities of the Institute.

## **THE BODIES OF THE INSTITUTE AND THEIR JURISDICTION**

### **Article 8**

#### **Bodies of the Institute**

The bodies of the institute are the following:

- Institute Board,
- Expert Board
- Director

The Institute may also establish other bodies in accordance with its needs. They are defined in the statute or in the general acts of the Institute.

### **Article 9**

#### **Institute Board**

The Institute Board is a collegiate body that manages the Institute and performs organizational, administrative, professional, and technical tasks.

The Institute Board shall convene as necessary, but at least four times a year.

The Institute Board consists of a maximum of 6 members, with the Institute Board members including representatives of all three Founders. Other members can be representatives of users or members and representatives of the employees of the Institute, appointed by the Assembly of Members.

The mandate of the members of the Institute Board is 2 years. Members can be reappointed.

Method of appointment and recall or termination of the mandate of the Institute Board members is determined by the Statute of the Institute.

### **Article 10**

The Institute Board has the following powers:

- operatively manages activities related to the objectives of the Institute;
- adopts the Statute and its amendments and other general acts of the Institute;
- appoints the President and the Executive Director with the consent of the Founders;
- appoints the Institute Board Vice-President;
- adopts the work program and the annual financial plan and the annual accounts of the Institute;
- makes proposals that are important for promoting the development and work of members;
- ensures the fulfilment of the tasks of the Institute and the fulfilment of the financial plan;
- makes decisions on awards for managing or working on projects,
- decides on the amount and deadline for payment of the annual membership fee and the amount of the accession fee;
- determines the conditions for the formation of individual sections of the Institute and

issues decisions on their formation and competences,

- proposes changes or extension of activities to the Founders,
- gives proposals and opinions to the Founders and the Director,
- determines the conditions for admitting new members to the Institute,
- decides on the expelling of members, in case of breach of obligations,
- convenes the Assembly of Members,
- performs other tasks and solves issues within its competence according to the statute and other acts of the Institute.

The first statute of the Institute is passed by the Founders, at the time of establishment of the Institute.

### **Article 11**

The Institute Board shall meet at regular and extraordinary meetings, convened and chaired by the President and, in his/her absence, by the Vice-President.

The President is obliged to convene an extraordinary meeting at the written request of at least one-third (1/3) of the Institute Board members. The request for convening an extraordinary meeting must contain an agenda proposal.

A written invitation to a meeting of the Institute Board must be submitted by the President or, at his/her authorization, by the Executive Director at least 5 days prior to the date of the meeting. The agenda, the necessary materials and proposals for resolutions at each meeting, however, must be provided by the President or, according to his/her authorization, by the Executive Director to the Institute Board members at least 3 days before the date of the meeting, however, in an emergency situation the material may also be transmitted on the day of the meeting.

A meeting of the Institute Board has a quorum if the majority of members are present, including at least two representatives of the founding members or their authorized representatives.

All decisions at a meeting are adopted by a simple majority of the votes, with the Institute Board President holding two votes and each of the remaining members one vote. Voting is public and is carried out by raising hands. With the majority of votes of the present members of the Institute Board, the Institute Board members may decide to vote secretly on individual matters at the meeting by submitting ballot papers.

Minutes are kept about the meeting. The minutes are written by the Executive Director or a certain recorder decided upon at the meeting itself. The draft minutes must be forwarded by the Executive Director or a recorder chosen at the meeting to the Institute Board President within 5 (five) working days from the day of the meeting.

The Institute Board President shall forward the draft minutes of the meeting to the remaining members of the Institute Board within 10 (ten) working days from the day of the meeting.

The Institute Board members shall, within 15 (fifteen) working days from the day of the meeting, provide written comments on the contents of the minutes, and the corrected minutes shall be adopted by the Institute Board at the next meeting or by way of confirmation via e-mail.

### **Article 12**

The Institute Board meetings can also take place by a correspondence session, via e-mail.

The Institute Board President, or by his/her authorization the Executive Director, must deliver the material with written proposals for resolutions at the correspondence session to the Institute Board members before the day of the convening in the form of an invitation to vote in writing on the proposed resolutions no later than three (3) days after the day of the convening.

For the sake of greater clarity, the question on which it is voted is raised unequivocally so that

it can be answered with "yes" or "no". Also, the minutes of a correspondence session shall be drawn up which shall be adopted by the Institute Board members at the next meeting or by e-mail.

### **Article 28 Expert Board**

The Expert Board deals with issues related to the technical work of the Institute, decides on expert issues within the framework of the powers specified in the statute or general acts of the Institute, determines the professional basis for the work program of the Institute and its bodies, gives the Institute Board and the Director opinions and proposals on the organization of work and conditions for the development of activities, and performs other tasks defined by the law, the founding act, the statute or the general acts of the Institute.

The tasks, the composition of the Expert Board, the method of appointment and dismissal of the Expert Board members shall be determined by the statute or by the general acts of the Institute.

### **Article 29 President and Vice-President of the Institute Board**

The Institute Board President is concurrently the Director of the Institute. In the court register, the Institute Board President shall be registered as the Director of the Institute. The President is appointed by the Institute Board President with the consent of the Founders without a public tender.

The President represents Institute, convenes and presides over the Institute Board meetings of and the Assembly of Members, and performs other tasks under the Statute and other acts of the Institute.

The Institute Board President is always a representative of one of the founding members.

The Institute must declare any appointment and extent of the President's rights to represent the Institute as the Director, as well as any changes to this information, for entry in the register.

The Institute Board President has the following tasks and responsibilities:

- - independently and indefinitely represents the Institute,
- - represents the Institute before state and other persons and organizations,
- - signs material and financial documents,
- - manages the work of the Board,
- - adopts decisions on the admission of each new member to the Institute,
- - proposes to the Board to conclude a contract with the Executive Director and signs the contract in the name of the Institute.

He/she is responsible for his/her work to the Board.

In the event that the President is unable to perform his/her duties or if his/her mandate terminates for any reason, he/she shall be replaced by the Vice-President.

The term of office of the President and Vice-President is two years and the latter may, after the expiry of the mandate, be elected repeatedly.

The President or Vice-President may resign from his/her post or be dismissed before the expiration of the term for which he/she was elected.

The President or Vice-President must notify the Institute Board in writing about the resignation

and the reasons for his/her resignation.

The Institute Board may accept or reject the resignation of the President or Vice-President. If the Institute Board accepts the resignation of the President, as a rule, at the very meeting on which it accepts the resignation it must appoint a new Institute Board President or the Acting President of the Institute Board and forward the proposal for confirmation to the founding members. If the Institute Board accepts the resignation of the Vice-President, as a rule, at the very meeting on which it accepts the resignation it must appoint a new Institute Board Vice-President or the Acting Vice-President of the Institute Board.

The Institute Board may recall the President or Vice-President by a two-thirds majority of all the Institute Board members if he/she violates the provisions of the act establishing the Institute, statute or internal act of the Institute or causes damage to the Institute. As a general rule, at the very meeting on which it recalls the President or Vice-President it must elect a new Institute Board President or Vice-President. The proposal of a new President must be forwarded by the Institute Board to the founding members.

### **Article 30 Executive Director**

The Institute has an Executive Director representing the Institute independently. In the Court Register, the Executive Director shall be registered with the title Director of the Institute.

The Executive Director shall, on the proposal of the Institute Board President, be appointed by the Institute Board which shall submit the proposal for approval to the Founders, and shall be appointed for a period of two years. After the expiration of the term of office, the Executive Director may be re-elected on several occasions. There is no need to make a public tender for selecting the Executive Director.

The Institute must declare any appointment and extent of the Executive Director's entitlement to represent the Institute as the Director, as well as any changes to this information, for entry in the register.

The Executive Director of the Institute has the following tasks and responsibilities:

- - represents the Institute independently and without limitations,
- - represents the Institute before state and other persons and organizations,
- - signs material and financial documents,
- - the Institute Board can delegate tasks to him/her for managing current operations and implementation of support activities such as: human resources development; knowledge transfer; internationalization; registration of entries and submission of documents to the register; management of the account books; preparation of the annual report, to which the auditor's report and the proposal for the use of accumulated profit should be attached, if necessary, to be submitted by the Executive Director to the Institute Board for review, preparation and implementation of activities, programs, projects necessary for achieving the goals of the Institute; preparation of materials for the Institute Board, other tasks according to the statute and other acts of the Institute.

In performing the tasks, the Executive Director must observe the instructions and limitations set by the Institute Board, the President, the founding act, the statute and other general acts of the Institute.

The Executive Director reports on his/her work to the Institute Board. The Executive Director is invited and attends Institute Board meetings.

The Institute Board may at any time recall the Executive Director. For claims by the Executive Director under the service contract on the implementation of the office, the rules governing the



obligations shall be applied.

Service contract or the contract of employment of the Executive Director shall be signed by the President.

## **FINANCIAL OPERATIONS OF THE INSTITUTE**

### **Article 31**

#### **Financial plan**

The annual financial plan includes the plan of revenues and expenditures for carrying out activities, including the funds for extending the material basis of the work of the Institute.

The annual financial plan is drawn up in accordance with the work program of the Institute.

The disposal of the surplus of revenue over expenditure and deficit coverage is decided by the Founders. The surplus of revenues over expenditures may only be used by the Institute for implementation or the development of the activities for which it was established or for investments which, in accordance with the program and financial plan of the Institute, are determined by the Institute Board.

Any division of the assets of the Institute between its members is null and void.

Expenses of the Institute are the following: costs of the ordered support studies, project costs, notary expenses, costs of accounting and/or financial services, possible rewards for managing or working on projects, other operating expenses.

Financial and material documents, irrespective of the amount, can be signed by the Institute Board President or by the Executive Director independently.

The property of the Institute consists of all movable and immovable property which is entered as assets of the Institute in the inventory book.

The Institute Board decides on the purchase or disposal of the real estate of the Institute.

### **Article 32**

#### **Annual Report of the Institute**

In accordance with the regulations and the founding act, the Institute Board is obliged to draw up an Annual Report, which is submitted to the Assembly of Members for review. The Annual Report is confirmed and accepted by Institute Board.

## **CONFLICT RESOLUTION**

### **Article 33**

Mutual disputes related to the functioning of the Institute will be resolved by mutual agreement. In the event that the agreement would not possible, the dispute will be settled by a court of competent jurisdiction in Ljubljana.

## **TRANSITIONAL AND FINAL PROVISIONS**

### **Article 34**

The business year lasts from January 1 (first) to December 31 (thirty-first).

### **Article 35**

All functions of the Institute members, with the exception of the Executive Director, are honorary and do not give their holders the right to demand payment.

The Institute Board may decide on the partial or total reimbursement of costs incurred by the members of the Institute bodies in the execution of tasks for the Institute.

### **Article 37**

In the event of insolvency, bankruptcy, liquidation or cessation of the gainful activities of an individual member, the Institute shall not cease operating.

### **Article 38**

The institute is established for an indefinite period of time.

The Founders may decide to terminate the Institute by a two-thirds majority of the total votes.

The Institute also ceases to exist if so decided by a court decision and in case of the termination of the Institute's objectives.

In the event of termination, the liquidation procedure shall be carried out in accordance with the provisions of the applicable law governing institutes.

### **Article 39**

The Institute is a legal person that acts independently in legal transactions in the course of its activity, with all rights and obligations without restrictions, in its own name and for its own account. The Institute is responsible for its obligations with all its assets.

### **Article 40**

The first Institute Board President and Executive Director, who are entered with the title of director in the court register for the term of office of 2 years from the entry in the register, are appointed by the Founders.

## Article 41


This Statute shall enter into force on the day of its acceptance by the Founders of the Institute.

The Founders:

PETROL d.d., Ljubljana  
d.o.o.,

Rok Vodnik

Član uprave

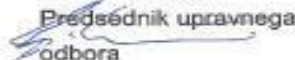


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SLOVENIJALES

Gregor Benčina

Predsednik upravnega  
odбора




SLOVENIJALES, d.o.o.



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